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SURFACE TRANSPORTATION BOARD



January 4, 2002

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 31, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ATOFINA PETROCHEMICALS, INC.**
15710 JFK Blvd., Houston, TX 77032

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ATOFINA PETROCHEMICALS, INC.**, covering 100 pellet hoppers with reporting marks and numbers — CEFX 50106 – CEFX 50350, NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Sherry Lewey
Research/Development Coordinator

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MEMORANDUM OF RAILCAR LEASE
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 31st day of December, 2001, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ATOFINA Petrochemicals, Inc., a Delaware corporation, with an address at 15710 JFK Blvd., Houston, TX 77032 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 31, 2001 covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

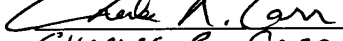
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: RICHARD LATIN
Title: VICE PRESIDENT/LEASING

I certify that I hold the title set forth below, that I am duly authorized to sign this instrument on behalf of the Lessee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ATOFINA PETROCHEMICALS, INC.

By:  HAC
Name: CHARLES R. CARR
Title: MANAGER Logistics & Distribution

SCHEDULE A

Quantity
100

Equipment Description
6221 c.f. plastic pellet hoppers

Car Marks and Numbers

1	CEFX	50106
2	CEFX	50130
3	CEFX	50136
4	CEFX	50145
5	CEFX	50149
6	CEFX	50154
7	CEFX	50160
8	CEFX	50161
9	CEFX	50162
10	CEFX	50163
11	CEFX	50175
12	CEFX	50176
13	CEFX	50178
14	CEFX	50179
15	CEFX	50181
16	CEFX	50182
17	CEFX	50186
18	CEFX	50187
19	CEFX	50188
20	CEFX	50193
21	CEFX	50194
22	CEFX	50198
23	CEFX	50202
24	CEFX	50204
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